

MAJESCO ENTERTAINMENT CO  
Form 8-K  
April 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 18, 2012

**MAJESCO ENTERTAINMENT COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

000-51128  
(Commission)

06-1529524  
(IRS Employer)

Edgar Filing: MAJESCO ENTERTAINMENT CO - Form 8-K

(State of incorporation)

(File Number)

(Identification No.)

**160 Raritan Center Parkway,**

**Edison, New Jersey 08837**

(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (732) 225-8910**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The annual meeting of the stockholders (the Annual Meeting ) of Majesco Entertainment Company (the Company ) was held on April 18, 2012.

(b) The agenda items for the Annual Meeting are shown below along with the vote of the Company s common stock with respect to such agenda items.

1. Election of two Class I members to the Company s Board of Directors:

|                 | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------|-----------|----------------|------------------|
| Jesse Sutton    | 6,636,464 | 105,987        | 14,978,723       |
| Louis Lipschitz | 6,607,032 | 135,419        | 14,978,723       |

Based on the votes set forth above, the foregoing persons were duly elected to serve as directors, for a term expiring at the annual meeting of stockholders in 2015 and until their respective successors have been duly elected and qualified.

2. Approval of an amendment to the Amended and Restated 2004 Employee, Director and Consultant Incentive Plan to increase the number of shares available for issuance thereunder in the amount of 3,800,000 shares:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------|---------------|---------|------------------|
| 6,080,064 | 618,104       | 44,282  | 14,978,724       |

Based on the votes set forth above, the proposal to amend the Amended and Restated 2004 Employee, Director and Consultant Incentive Plan to increase the number of shares available for issuance thereunder in the amount of 3,800,000 shares received the affirmative vote of a majority of the voting shares and, accordingly, has been approved. The full text of the Amended and Restated 2004 Employee, Director and Consultant Incentive Plan is attached hereto as Exhibit 10.1

3. Advisory vote as to whether the stockholders approve the compensation of the Company s named executive officers (Say-on-Pay):

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------|---------------|---------|------------------|
| 6,319,563 | 389,419       | 33,468  | 14,978,724       |

Based on the votes set forth above, the proposal for the advisory vote to indicate whether the stockholders approve the compensation paid to the Company s named executive officers has received more votes in favor of the proposal than votes cast against the proposal and, accordingly, the stockholders have advised the Company that they approve of the compensation paid to the Company s named executive officers.

4. Advisory vote to indicate whether the stockholders prefer a vote to advise the Company on the compensation of its named executive officers every year, every two years, or every three years (Say-on-Pay Frequency):

| 1 Year    | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
|-----------|---------|-----------|---------|------------------|
| 5,550,996 | 95,887  | 1,055,890 | 39,678  | 14,978,723       |

Based on the votes set forth above, the proposal for the advisory vote to indicate whether the stockholders prefer a vote to advise the Company on the compensation paid to its named executive officers every year, every two years, or every three years has received the highest number of votes for the frequency every year of the voting shares and, accordingly, the stockholders have advised that they approve of the frequency of

## Edgar Filing: MAJESCO ENTERTAINMENT CO - Form 8-K

such advisory vote every year. In light of the vote of the stockholders on this proposal, the Company has determined to hold future advisory stockholder votes on the compensation of its named executive officers every year until the next required stockholder vote on the frequency of such votes is held or until the Company's Board of Directors otherwise determines that a different frequency for such advisory stockholder votes is in the best interests of the Company's stockholders.

5. Ratification of the appointment of EisnerAmper LLP as the Company's independent public accountant for the fiscal year ending October 31, 2012:

| Votes For  | Votes<br>Against | Abstain |
|------------|------------------|---------|
| 20,997,362 | 346,052          | 377,760 |

Based on the votes set forth above, the appointment of EisnerAmper LLP as the Company's independent public accountant for the fiscal year ending October 31, 2012 received the affirmative vote of a majority of the voting shares and, accordingly, was duly ratified by the stockholders.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| Exhibit<br>No | Description  |
|---------------|--|
| 10.1          | Amended and Restated 2004 Employee, Director and Consultant Incentive Plan |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MAJESCO ENTERTAINMENT COMPANY**

Dated: April 24, 2012

/s/ Jesse Sutton  
Jesse Sutton  
Chief Executive Officer

**EXHIBIT INDEX**

| Exhibit<br>No | Description  |
|---------------|--|
| 10.1          | Amended and Restated 2004 Employee, Director and Consultant Incentive Plan |